

MARC WINTHROP

INDEPENDENT INVESTMENT BANKING

OXIS CAPITAL

## Experience

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### Investment Banking

- Triangle Capital
- Smith Barney
- Kidder Peabody
- Prudential Volpe

### Entrepreneur

- Triangle Capital
- Orlando Bagel Factory
- CTS – Patent Holder
- Advantage Capital Partners

### Community

- Chairman – The Band of Parents
- Vice President -Kehila Kedosha Janina Syn. and Museum
- Organizer and Host – MSG Talia Castellano Memorial Hockey Game with ACG

## Services

Company Sales	Capital Raising	Acquisition Search	Strategic Advisory
<ul style="list-style-type: none"><li>• \$5mm to \$30mm in EBITDA</li><li>• Comprehensive auction process management</li><li>• Single buyer negotiation</li><li>• Acquisition financing via senior, second lien, subordinated debt or equity</li></ul>	<ul style="list-style-type: none"><li>• \$5mm to \$30mm</li><li>• Senior, 2<sup>nd</sup> lien, subordinated debt or equity</li><li>• Comprehensive auction process management</li><li>• Single buyer negotiation</li><li>• Strategic investor search and negotiation</li></ul>	<ul style="list-style-type: none"><li>• \$10mm to \$500mm</li><li>• Comprehensive networks in finance, legal, accounting and business organizations provide quick entrées to a variety of industries</li><li>• Experience as an investment banker, entrepreneur and operator provide a unique connection to business owners providing a high level of success in reaching targets</li></ul>	<ul style="list-style-type: none"><li>• Capital structure</li><li>• Personnel and board member selection</li><li>• Board and investor presentations</li><li>• Restructuring</li><li>• Financings alternatives</li><li>• Succession planning</li><li>• Family business dynamics</li><li>• Valuation</li></ul>

## Independent Advice

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- As an independent advisor, Marc aligns himself with his clients goals, business interests and in some cases personal objectives. Sometimes this means offering advice that neither reflects popular opinion, nor the investment banking status quo.
- Relationships are the foundation of my business. My goal is to partner with my clients to help them achieve their strategic objectives and create lasting relationships.
- Marc combines an extensive network of relationships with wide industry knowledge and seasoned transaction expertise to deliver a superior, senior level of service for his clients.
- Marc's sole focus is to deliver high-value, independent advice based on the best interests of his clients who value candor and insight.

## Representative Transactions – Xanboo, Inc.



A pioneer in enabling Interactive Services  
over the Internet for the Smart Home

has been acquired by



AT&T Teleholdings, Inc.


The undersigned acted as financial advisor to  
Xanboo, Inc.




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- Exclusive advisor to home area network (HAN) technology and application provider.
- This transaction involved negotiating the return of selected “right of last look” rights from a strategic investor along with the redemption of notes and equity. Marc negotiated this as a highly accretive transaction to the remaining shareholders.
- Subsequently, Marc used that right to negotiate a substantially higher valuation from the ultimate acquirer.
- Reference: Bob Diamond former CEO and founder.

## Representative Transactions – Worley Catastrophe Response



has been acquired by a group of investors including




ADVANTAGE  
CAPITAL  
PARTNERS

&

Michael Worley

The undersigned initiated this transaction  
and acted as advisor to  
Worley Claims Services, Inc.



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- Marc was engaged as the exclusive advisor to the founders of Worley Catastrophe Response to restructure the company and achieve a variety of goals including liquidity for family members both inside the company and out.
- Triangle conducted a process whereby certain family members were cashed out, and others increased their stakes in partnership with a private equity firm.
- During the transaction, the company went through a low cycle in profitability. This led to numerous challenges in getting the transaction closed at an acceptable valuation with acceptable levels of financing. Marc brought in an additional source of equity and an additional source of senior debt in order to complete the transaction on terms acceptable to the client.
- Reference: Mike Worley – CEO, Damon Rawie, Chief Investment Officer at Advantage Capital Partners.

## Representative Transactions – KMOJ

### **KMOJ Acquisition LLC**

**has acquired**



**Trans Cycle Industries and TCI Inc.**  
*Recyclers of electrical equipment*

**The undersigned initiated the transaction,  
arranged financing, and acted as advisor to  
KMOJ Acquisition LLC.**



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- Marc was engaged as the exclusive advisor to the founders of G&S Motor Technologies to advise on the acquisition of their largest competitor in the Northeast.
- The seller was emotionally attached to the company making for a very sensitive negotiation. Marc led this negotiation and was successful in acquiring the company for a fair price yet an attractive valuation to his client.
- Although the client in this case was quite profitable, the owners wanted to reduce the risk profile and finance the transaction without bringing in assets of their own business or personal assets. Marc arranged for bank and subordinated financing that allowed the client to achieve this goal.
- Reference: George Newmark, President - G &S and Hector. Bultynck, Partner - Peninsula Capital Partners L.L.C.

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## Representative Transactions – Greenleaf

Greenleaf Auto Recyclers, LLC



has been acquired by



Pick-N-Pull Auto Dismantlers

a subsidiary of Schnitzer Steel Industries, Inc. (NASDAQ:SCHN)



The undersigned initiated the transaction and acted as advisor to Greenleaf Auto Recyclers, LLC.



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- Greenleaf had begun to engage in a business sale process on their own. However, they were running into roadblocks from potential strategic acquirers.
- Greenleaf hired Triangle solely to have access to Marc's relationship with Schnitzer Steel Industries.
- Through this relationship, Greenleaf was able to sell its entire business at an attractive valuation to Schnitzer.
- Reference: Stephen Ettinger, former operating executive at Schnitzer Steel Industries and now President of EMR's Midwest operations



## Representative Transactions – Babyage.Com

**\$15,000,000**  
An equity investment in

**BabyAge.com**

has been made by

**ACN** **BROOK VENTURE**

Alumni Capital Network &  
Brook Venture Partners

The undersigned acted as financial advisor to  
BabyAge.com, Inc.

**Triangle Capital LLC**

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- Triangle was engaged as exclusive advisor to this internet retailer of baby products.
- Triangle began conducting a combination exclusive sale and capital raising process. However, a few months into the process, it became apparent that the discord existing between major shareholders would become a major stumbling block in completing any transaction.
- At this point, Marc took control of the transaction, and simultaneously negotiated a significant investment in the company, a reinvestment by an existing shareholder, the buyout of a shareholder, and a significant infusion of working capital into the company.
- Marc also facilitated the settlement of all litigation between the shareholders.
- References: Jacob Weiss, co-founder and now CEO of OJ Commerce and David Margules.

## Representative Transactions – Integrated America



- Triangle was retained by Integrated to conduct an acquisition search so that their core fertility business could be diversified.
- Triangle presented a number of opportunities in a variety of sectors including sleep medicine, cord blood storage, concierge medicine, and other elective healthcare segments to the board of Integrated.
- Marc provided a comprehensive review and study of the sleep medicine industry as well as numerous targets for potential acquisition. He was singled out and praised by the CEO for the quality of his work, as well as his insight into both the company's strategic objectives and ability to provide a comprehensive look at a very narrow segment in a short period of time with several appropriate acquisition opportunities.
- Reference: Jay Higham, former CEO of Integrated now Chief Executive Officer at Behavioral Health Group (BHG).

## Short Biography

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Marc is a an independent investment banker and strategic financial consultant. From 2002 until 2014, he co-founded and operated as a Partner of Triangle Capital LLC. He has been an active investor, entrepreneur and financial advisor for over 25 years. Prior to Triangle, Marc was a director in the technology investment banking group of Prudential Securities where he was responsible for developing the next generation telecommunications investment banking practice.

Prior to Prudential, he was a Vice President at Advantage Capital Partners, a \$900 million private equity fund. At Advantage, he was responsible for the initiation, negotiation and execution of private equity transactions in their New York and Louisiana funds. In addition, he held board and executive positions at seven portfolio companies and had primary responsibility for troubled portfolio company management. Marc was also the founder and President of a successful retail business in Florida and worked in the investment banking departments of Kidder Peabody and Salomon Smith Barney.

Marc currently serves as the Chairman of the Band of Parents, Inc., the largest funder of Neuroblastoma research at Memorial Sloan Kettering Hospital and is a Vice President at Kehila Kedosha Janina Synagogue and Museum. Marc has an MS and BS in Nuclear Engineering and Engineering Physics from the University of Wisconsin at Madison.

Thank You – For more information, (212) 375-6147, [mwinthrop@OxisCapital.com](mailto:mwinthrop@OxisCapital.com)



*Photograph of the 1<sup>st</sup> annual Play Like a Pro hockey game sponsored by Marc and the Association for Corporate Growth to benefit pediatric cancer.*

*Photo courtesy of Lutz and Schmitt.*

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